

8/2 AUG. 24, 1998 9:28AM

GRIMES, GOEBEL ET AL OF CORPORATION

NO. 7485 P. 1/6 PM

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4003

FROM: GRIMES, GOEBEL, GRIMES & HAWKINS, P.A.
CONTACT: JACK M MAAG
PHONE: (941)748-0151

ACCT#: 072460000742

FAX #: (941)748-0158

NAME: RIVIERA HOLDINGS, L.C.

AUDIT NUMBER.....H98000015684

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..1

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Sandra B. Mortham
Secretary of State

August 24, 1998

GRIMES, GOEBEL, GRIMES & HAWKINS, P.A.
JACK M MAAG

SUBJECT: RIVIERA HOLDINGS, L.C.
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

The affidavit requires that you list the amount of cash and property already contributed. If property has been contributed, please give a description of such property. If no cash or property has been contributed, please state that.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

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GRIMES, GOEBEL ET AL

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**ARTICLES OF ORGANIZATION OF
RIVIERA HOLDINGS, L.C.,
a Limited Liability Company**

ARTICLE I

Name

The name of the limited liability company ("Company") is Riviera Holdings, L.C.

ARTICLE II

Address

The mailing and street address of the Company's principal office is Summit Center, Suite 144,
13575 58th Street North, Clearwater, Florida 33760.

ARTICLE III

Duration

The period of duration of the Company is twenty-five years, beginning on the date these
Articles of Organization are filed by the Florida Department of State.

ARTICLE IV

Registered Agent and Office

The name of the Company's initial registered agent in Florida is Caleb J. Grimes, Esq. The
address of the Company's registered agent is 1023 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE V

Management

The Company is to be managed by the managers. The initial managers will serve until
removed or replaced by the Members. The initial managers are identified as follows:

Dennis D. Bradford

Summit Center, Suite 144
13575 58th Street North
Clearwater, Florida 33760

Caleb J. Grimes, Esquire/FL Bar#264636
Grimes Goebel Grimes Hawkins & Gladfelter, P.A.
1023 Manatee Avenue West, Bradenton, Florida 34205
941-748-0151 Fax 941-748-0158

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Joseph G. Lubeck

Summit Center, Suite 144
13575 58th Street North
Clearwater, Florida 33760

David D. Repka

Summit Center, Suite 144
13575 58th Street North
Clearwater, Florida 33760

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ARTICLE VI

Admission of New Members

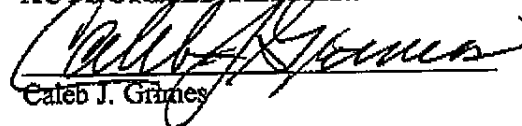
Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

IN WITNESS WHEREOF, I have executed these Articles of Organization on this 21st day of August, 1998, as the Authorized Representative of Joseph G. Lubeck, a Managing Member.

AUTHORIZED REPRESENTATIVE:


Caleb J. Grimes

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 21st day of August, 1998, by Caleb J. Grimes, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.


Notary Signature

My Commission Expires:

 Jack M Maag
My Commission CC877771
Expires September 7, 2001

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**CENTER OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT**

The undersigned, having been named Registered Agent and designated to accept service of process for the above-related Limited Liability Company pursuant to the provisions of Section 608.415, Florida Statutes, at the place designated herein, hereby accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agent, and acknowledges familiarity with, and accepts, the obligations of that position.

Dated: August 21st, 1998


Caleb J. Grimes, Registered Agent

C:\MyFiles\Corp\CJGRivHold\Art.org.wpdjmm\August 21, 1998

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA }
COUNTY OF MANATEE }

Pursuant to Florida Statutes, Section 608.407 (2), BEFORE ME, the undersigned, Caleb J. Grimes, as Authorized Representative of Joseph G. Lubeck, a Managing Member, deposes and says:

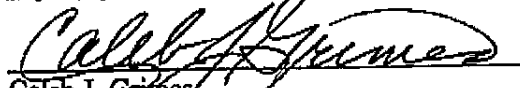
1. RIVIERA HOLDINGS, L.C. has at least (2) members.
2. The total amount of cash anticipated to be contributed by members is \$650,000.00.

No property other than cash is anticipated to be contributed by members.

3. No cash or property has been contributed at this time.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.

AUTHORIZED REPRESENTATIVE:


Caleb J. Grimes

The foregoing instrument was acknowledged before me this 24th day of August, 1998, by Caleb J. Grimes who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.


NOTARY PUBLIC

My Commission Expires:

 Jack M Maug
My Commission CC677771
Expires September 7, 2001

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